

Exhibit 3

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
NANCY FRAME,	: Civil Action No.:
	: 06 CV 7058 (DAB)
Plaintiff,	:
	: DECLARATION OF REBECCA
v.	: STUCH IN SUPPORT OF
	: DEFENDANT'S MOTION TO
WHOLE FOODS MARKET, INC.,	: TRANSFER VENUE
	:
	:
Defendant.	:
-----X	

I, Rebecca Stuch, declare as follows:

1. I am employed by Whole Foods Market Services, Inc., a company in the Whole Foods Market family, and hold the position of Private Label - Customer Service and Sales Support Team Leader. I reside in Austin, Texas.
2. Whole Foods Market Services, Inc. is a Delaware corporation with its principle place of business is in Austin, Texas, at 550 Bowie Street, Austin, Texas 78703. I work at Whole Foods Market Services, Inc.'s office in Austin, Texas.
3. I am familiar with the Whole Foods Market® private label line of products, including the 365 EVERYDAY VALUE® line of products and the 365 ORGANIC EVERYDAY VALUE® line of products at issue in this lawsuit. I am also familiar with the use of the 365 logo at issues in this lawsuit, and facts surrounding that use.
4. The development, production and sale of the 365 EVERYDAY VALUE and 365 ORGANIC EVERYDAY VALUE line of products is directed from Whole Foods Market Services, Inc.'s offices in Austin, Texas. All national marketing and advertising for the 365 EVERYDAY VALUE and 365 ORGANIC EVERYDAY VALUE line of products is directed from Whole Foods Market Services, Inc.'s offices in Austin, Texas. All decisions regarding the particular products to be offered under the 365 EVERYDAY VALUE and 365 ORGANIC EVERYDAY VALUE marks, and the label design for those products, are made at Whole Foods Market Services, Inc.'s offices in Austin, Texas. All negotiations with manufacturers regarding household items, paper products, diapers, pet food, and pet care products to be offered under the 365 EVERYDAY VALUE and 365 ORGANIC EVERYDAY VALUE marks are conducted by personnel at Whole Foods Market Services, Inc.'s headquarters in Austin, Texas.
5. All final documents and records pertaining to the activities mentioned in the previous paragraph are kept and maintained at Whole Foods Market Services, Inc.'s

headquarters in Austin, Texas.

6. Presently, the Private Label Team for Whole Foods Market consists of thirty individuals, including myself. No member of the Private Label Team works or resides in the State of New York. All but five members of the Private Label Team work and reside in Austin, Texas.
7. The following persons, none of whom are located in New York, are believed to have knowledge of information relevant to this action, and may provide proof or testimony at trial:
 - a. Patty Fair, Private Label Creative Services Team Leader, is believed to have knowledge regarding the use of the 365 EVERYDAY VALUE and 365 ORGANIC EVERYDAY VALUE marks and logos at issue, and the design of product labels for products bearing those marks. Ms. Fair resides and works in Austin, Texas.
 - b. Chris Burns, Private Label Production Artist, is believed to have knowledge regarding the use of the 365 EVERYDAY VALUE and 365 ORGANIC EVERYDAY VALUE marks and logos at issue, and the design of product labels for products bearing those marks. Ms. Burns resides and works in Austin, Texas.
 - c. Brianna Carter, Private Label Project Lead, is believed to have knowledge regarding the use of the 365 EVERYDAY VALUE and 365 ORGANIC EVERYDAY VALUE marks and logos at issue, and the design of product labels for products bearing those marks. Ms. Carter resides and works in Austin, Texas.
 - d. Kelly Hunter, Private Label Graphic Designer, is believed to have knowledge regarding the use of the 365 EVERYDAY VALUE and 365 ORGANIC EVERYDAY VALUE marks and logos at issue, and the design of product labels for products bearing those marks. Ms. Hunter resides and works in Austin, Texas.
 - e. David Carroll, Private Label Production Artist, is believed to have knowledge regarding the use of the 365 EVERYDAY VALUE and 365 ORGANIC EVERYDAY VALUE marks and logos at issue, and the design of product labels for products bearing those marks. Mr. Carroll resides and works in Austin, Texas.
 - f. Linda Boardman, Director of Private Label, is believed to have knowledge of information regarding the allegations made by the plaintiff in this case, and the use of the 365 EVERYDAY VALUE and 365 ORGANIC EVERYDAY VALUE marks and logos at issue. Ms. Boardman, is also believed to have been involved in communications with Plaintiff. Ms. Boardman resides and works in Massachusetts, and frequently travels to Austin, Texas in connection with her work.
 - g. Annie Smith, Quality Assurance and Compliance Coordinator, is believed to have knowledge of information regarding the allegations made by the plaintiff in this case, and the services performed by the plaintiff. Ms. Smith is also believed to

have been involved in communications with the plaintiff and the plaintiff's husband. Ms. Smith resides and works in Missouri.

- h. Jennifer Shults, Private Label Test Kitchen Administrator, is believed to have knowledge regarding the use of the 365 EVERYDAY VALUE and 365 ORGANIC EVERYDAY VALUE marks and logos, and the development of products for those product lines. Ms. Shults resides and works in Austin, Texas.
 - i. John Opasinski, National Private Label Procurement Coordinator, is believed to have knowledge regarding the use of the 365 EVERYDAY VALUE and 365 ORGANIC EVERYDAY VALUE marks and logos, and the development, procurement and manufacture of products for those product lines. Mr. Opasinski resides and works in Austin, Texas.
 - j. Colleen Rogers, Private Label Buyer, is believed to have knowledge of information regarding the use of the 365 EVERYDAY VALUE and 365 ORGANIC EVERYDAY VALUE marks and logos, and the development, procurement, and manufacture of products offered under those marks and logos. Ms. Rogers resides and works in Austin, Texas.
 - k. Lecia Rand, Private Label Buyer, is believed to have knowledge of information regarding the use of the 365 EVERYDAY VALUE and 365 ORGANIC EVERYDAY VALUE marks and logos, and the development, procurement, and manufacture of products offered under those marks and logos. Ms. Rand resides and works in Sherman Oaks, California.
 - l. Chris Slick, Private Label Buyer, is believed to have knowledge of information regarding the use of the 365 EVERYDAY VALUE and 365 ORGANIC EVERYDAY VALUE marks and logos, and the development, procurement, and manufacture of products offered under those marks and logos. Mr. Slick resides and works in Austin, Texas.
 - m. Kim Greenfield, Private Label Senior Buyer, is believed to have knowledge of information regarding the use of the 365 EVERYDAY VALUE and 365 ORGANIC EVERYDAY VALUE marks and logos, and the development, procurement, and manufacture of products offered under those marks and logos. Ms. Greenfield resides and works in Cambridge, Massachusetts.
 - n. Jeff Fong, Private Label Senior Buyer, is believed to have knowledge of information regarding the use of the 365 EVERYDAY VALUE and 365 ORGANIC EVERYDAY VALUE marks and logos, and the development, procurement, and manufacture of products offered under those marks and logos. Mr. Fong resides and works in Austin, Texas.
8. The following persons not employed by Whole Foods Market Services, Inc. are believed to have knowledge relevant to this lawsuit, and may provide proof or testimony at trial:

- a. Denis Ring and Bob Johnson are believed to have knowledge regarding the use of the 365 logos at issue in this lawsuit, and are believed to have been involved in communications with Plaintiff pertaining to the 365 logos at issue. Mr. Ring and Mr. Johnson are believed to currently reside in Northern California.
 - b. Lex Alexander is believed to have knowledge regarding the creation and use of the 365 logos at issue in this lawsuit, and is believed to have been involved in communications with Plaintiff pertaining to the 365 logos at issue. Mr. Alexander currently resides in North Carolina.
 - c. Philippe Becker is believed to have knowledge regarding the creation and use of the 365 ORGANIC logo, and is believed to have been involved in communications with Plaintiff. Mr. Becker is believed to currently reside in San Francisco, California.
 - d. Stewart Waller is believed to have knowledge regarding the creation and use of logos on behalf of Whole Foods Market, and is believed to have been involved in communications with Plaintiff. Mr. Waller is believed to currently reside in North Carolina.
 - e. David Watts is believed to have knowledge regarding the creation and use of logos and artwork on behalf of Whole Foods Market, and is believed to have been involved in communications with Plaintiff. Mr. Watts is believed to currently reside in North Carolina.
9. In my capacity as Private Label Customer Service and Sales Support Team Leader, I am also familiar with the sales records kept and maintained by Whole Foods Market Services, Inc., for private label products and the process by which such records are created and prepared.
 10. All final documents and records pertaining to product sales of Whole Foods Market's private label products are kept and maintained at Whole Foods Market Services, Inc.'s headquarters in Austin, Texas.

I declare under penalty of perjury that the foregoing is true and correct. Executed on November 17, 2006, in Austin, Texas.


REBECCA STUCH